

Exhibit B:

Presbyterian Medicare Programs (Presbyterian Senior Care), (Presbyterian Medicare PPO),

This Exhibit B has been prepared in order to comply with the requirements of the Medicare Improvements for Patients and Providers Act (MIPPA) and associated rules, regulations and guidance issued by the Centers for Medicare & Medicaid Services (CMS).

Training

Medicare regulations provide that in order for Agents to solicit individuals to enroll in Presbyterian's Medicare Programs they must take a test annually on Presbyterian's Medicare Products and Medicare rules and regulations. Medicare regulations also require that these Agents have a passing score of at least 85% on the test each year. Presbyterian Health Plan (PHP) or Presbyterian Insurance Company (PIC) have determined that those agents meeting these qualifications will be referred to as "Select Agents." Select Agents will also be required to complete initial and ongoing training arranged by PHP or PIC to ensure Select Agent's compliance with PHP or PIC and Medicare rules and regulations. Agents that do not pass the required test will have one opportunity to re-take and pass the test with a score of at least 85%. Agents that do not pass the test with the required minimum score on their second try will not be given another opportunity to take the test until the following year. Agents that do not complete the required training and pass the test will not be approved to solicit Presbyterian's Medicare Programs and will not be eligible for and will not receive any compensation from PHP or PIC for either new or existing members enrolled in Presbyterian Medicare Programs.

Compensation Structure

Compensation will only be paid to Select Agents. Select Agents will be paid on a per member per month (pmpm) basis. Select Agents will receive compensation for the initial year and each of five subsequent renewal years (creating a six-year compensation cycle), provided that no initial year commission will be paid (resulting in a 5 year compensation cycle) for: (i) all enrollments with PHP or PIC, unless and until CMS has sent PHP or PIC information confirming that the enrollee to which the commission relates was newly entitled or enrolled from original Medicare (thereby allowing PHP or PIC to pay Select Agent an initial year commission), or (ii) all enrollments with PHP or PIC that are switches from any other "like plan type," including but not limited to a PDP, MA, MA-PD or Cost Plan (creating a five-year compensation cycle). In addition, the payment of all commissions by PHP or PIC are subject to the following: (i) the member remains enrolled with Presbyterian Medicare Programs, (ii) the Select Agent has annually passed all required testing, (iii) Select Agent is not in breach of this Agreement, and (iv) this Agreement has not terminated. In the event an Agent fails to meet the requirements necessary to continue as a Select Agent, Agent understands and agrees that Agent will not be paid any commission for any membership (including existing membership) in either: (i) the year in which Agent ceases to be a Select Agent or (ii) any subsequent year.

Compensation for membership enrolled with PHP or PIC prior to January 1, 2009 will be as follows: Select Agents will be paid a renewal commission beginning in 2009 for a total of five renewal years (creating a five-year compensation cycle). Agents that do not pass the requirements necessary to be Select Agents will not be paid any commission for all membership

enrolled prior to January 1, 2009, in either: (i) the year in which they cease to be Select Agents or (ii) any subsequent year.

ALL EXISTING COMMISSION STRUCTURES AND PROGRAMS ARE HEREBY ELIMINATED AND REPLACED WITH THIS EXHIBIT B. AGENT HEREBY UNDERSTANDS AND AGREES THAT AGENT SHALL NOT BE ENTITLED TO ANY COMMISSIONS OR OTHER COMPENSATION, EITHER PECUNIARY OR NON-PECUNIARY, FROM PHP OR PIC EXCEPT AS EXPRESSLY PROVIDED HEREIN.

Pursuant to Medicare regulations PHP and PIC are not permitted to pay a commission unless a Medicare member remains enrolled for a minimum of three months. As a result, PHP or PIC will pay compensation for the first and all subsequent months to Select Agent on a monthly basis three months after the month of membership for which compensation is being paid. Agent acknowledges that PHP or PIC may, at any time, implement a new method of calculating or paying agent compensation. Select Agent agrees that if PHP or PIC pays compensation to a Select Agent and subsequently discovers that the member was not in enrolled for the required three month minimum, PHP or PIC will be entitled to automatically recover all compensation that was paid to the Select Agent for such members and is expressly authorized by Agent to offset such amounts against any and all amounts otherwise owed by PHP or PIC to Select Agent. PHP or PIC will pay compensation according to the table below:

Member	Initial Year Compensation	Renewal Years Compensation
Presbyterian Senior Care	\$18.00 pmpm	\$9.00 pmpm
Presbyterian MediCare PPO	\$18.00 pmpm	\$9.00 pmpm

Marketing

Any marketing to be carried out by a Select Agent must be done in accordance with all applicable Medicare Advantage and/or Part D laws, Centers for Medicare and Medicaid Services (CMS) regulations, including CMS marketing guidelines, and all Federal health care laws (including civil monetary penalty laws). Select Agent will obtain from PHP or PIC all appropriate marketing and enrollment materials. All information will be approved in advance by PHP or PIC and CMS and may not be altered. Select Agents are required to provide each enrollee with CMS approved marketing materials, which includes but is not limited to the Individual Enrollment Form, Summary of Benefits, Provider and Pharmacy Directory and Formulary. It is the Select Agents responsibility to ensure the enrollee/authorized representative have a clear and thorough understanding of the covered benefits and how to access care as well as how to get assistance from Member Services.

Retention of Members

Agent will use best efforts to retain members. Agent will notify PHP or PIC of any complaints received by member as well as suggestions for improving the product.